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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
MOTORS LIQUIDATION COMPANY, *et al.*, : Case No. 09-50026 (REG)
f/k/a General Motors Corp., *et al.* :
: (Jointly Administered)
Debtors :
: :
-----X

**WITHDRAWAL OF TOYOTA MOTOR CORPORATION'S RESERVATION OF
RIGHTS AND OPPOSITION TO MOTION OF DEBTORS FOR ENTRY OF AN
ORDER ESTIMATING MAXIMUM AMOUNT OF CERTAIN CLAIMS FOR
PURPOSES OF ESTABLISHING CLAIMS RESERVES UNDER THE DEBTORS'
AMENDED JOINT CHAPTER 11 PLAN**

Toyota Motor Corporation ("TMC"), by its attorneys, Foley & Lardner LLP,
hereby submits this Withdrawal ("Withdrawal") of its Reservation of Rights and Opposition
("Opposition") to the Motion of Debtors for Entry of an Order Estimating Maximum Amount of
Certain Claims for Purposes of Establishing Claims Reserves Under the Debtors' Amended Joint
Chapter 11 Plan ("Motion"). In support of its Limited Withdrawal of Objections, TMC states as
follows:

1. On or about February 11, 2011, Motors Liquidation Corporation (“MLC”) filed the Motion seeking to estimate the maximum amount of TMC’s rejection damages claim at \$3,200,000 for the purpose of setting reserves for plan distributions.

2. On February 22, 2011, TMC filed its Opposition to the Motion. Since filing its Opposition, TMC has endeavored to determine if the \$3,200,000 reserve proposed by MLC in the Motion is a sufficient reserve for Proof of Claim Number 69721 (the “Toyota PRA Claim”) filed by TMC in the amount of \$3,200,000 for damages as a result of MLC’s rejection of the Toyota PRA (as defined in the Opposition).

3. After completing its calculation of the Toyota PRA Claim, TMC has determined that its calculation of the original \$3,200,000 claim remains accurate and does not need to be increased or otherwise amended.

4. Accordingly, TMC hereby withdraws its Opposition to the Motion and consents to the entry of an order setting the maximum amount of the Toyota PRA Claim at \$3,200,000.

Dated: February 28, 2011

FOLEY & LARDNER LLP

/s/ Matthew J. Riopelle

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